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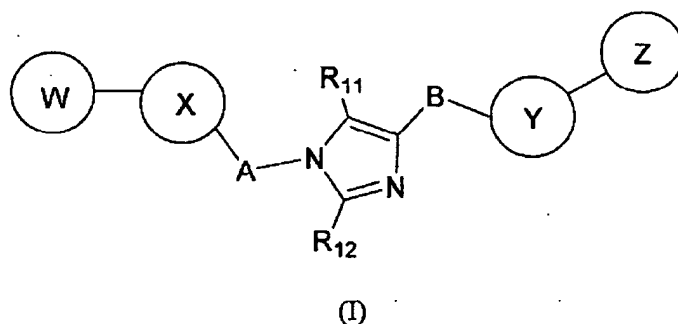
AMENDMENTS TO THE CLAIMS

Please amend the claims as follows. This listing of claims will replace all prior versions, and listings, of claims in the application.

Listing of Claims:

Claims 1-20 (Canceled)

21. (New) A compound of the Formula (I):



wherein:

X is pyridyl;

Y is aryl;

X is optionally substituted with 1-7 independent halogen, -CN, NO₂, -C₁-6alkyl, -C₁-6alkenyl, -C₁-6alkynyl, -OR¹, -NR¹R², -C(=NR¹)NR²R³, -N(=NR¹)NR²R³, -NR¹COR², -NR¹CO₂R², -NR¹SO₂R⁴, -NR¹CONR²R³, -SR⁴, -SOR⁴, -SO₂R⁴, -SO₂NR¹R², -COR¹, -CO₂R¹, -CONR¹R², -C(=NR¹)R², or -C(=NOR¹)R² substituents, wherein optionally two substituents are combined to form a cycloalkyl or heterocycloalkyl ring fused to X; wherein the -C₁-6alkyl substituent, cycloalkyl ring, or heterocycloalkyl ring each optionally is further substituted with 1-5 independent halogen, -CN, -C₁-6alkyl, -O(C₀-6alkyl), -O(C₃-7cycloalkyl), -O(aryl), -N(C₀-6alkyl)(C₀-6alkyl), -N(C₀-6alkyl)(C₃-7cycloalkyl), or -N(C₀-6alkyl)(aryl) groups;

Y is optionally substituted with 1-7 independent halogen, -CN, NO₂, -C₁-6alkyl, -C₁-6alkenyl, -C₁-6alkynyl, -OR⁵, -NR⁵R⁶, -C(=NR⁵)NR⁶R⁷, -N(=NR⁵)NR⁶R⁷, -NR⁵COR⁶, -NR⁵CO₂R⁶, -NR⁵SO₂R⁸, -NR⁵CONR⁶R⁷, -SR⁸, -SOR⁸, -SO₂R⁸, -SO₂NR⁵R⁶, -COR⁵, -CO₂R⁵, -CONR⁵R⁶, -C(=NR⁵)R⁶, or -C(=NOR⁵)R⁶ substituents, wherein optionally two substituents are combined to form a cycloalkyl or heterocycloalkyl ring fused to Y; wherein the -C₁-6alkyl substituent, cycloalkyl ring, or heterocycloalkyl ring each optionally is further

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substituted with 1-5 independent halogen, -CN, -C₁₋₆alkyl, -O(C₀₋₆alkyl), -O(C₃₋₇cycloalkyl), -O(aryl), -N(C₀₋₆alkyl)(C₀₋₆alkyl), -N(C₀₋₆alkyl)(C₃₋₇cycloalkyl), or -N(C₀₋₆alkyl)(aryl) groups;

W is -C₃₋₇cycloalkyl, -heteroC₃₋₇cycloalkyl, -C₀₋₆alkylaryl, or -C₀₋₆alkylheteroaryl optionally substituted with 1-7 independent halogen, -CN, NO₂, -C₁₋₆alkyl, -C₁₋₆alkenyl, -C₁₋₆alkynyl, -OR¹, -NR¹R², -C(=NR¹)NR²R³, -N(=NR¹)NR²R³, -NR¹COR², -NR¹CO₂R², -NR¹SO₂R⁴, -NR¹CONR²R³, -SR⁴, -SOR⁴, -SO₂R⁴, -SO₂NR¹R², -COR¹, -CO₂R¹, -CONR¹R², -C(=NR¹)R², or -C(=NOR¹)R² substituents;

Z is -C₃₋₇cycloalkyl, -heteroC₃₋₇cycloalkyl, -C₀₋₆alkylaryl, or -C₀₋₆alkylheteroaryl optionally substituted with 1-7 independent halogen, -CN, NO₂, -C₁₋₆alkyl, -C₁₋₆alkenyl, -C₁₋₆alkynyl, -OR¹, -NR¹R², -C(=NR¹)NR²R³, -N(=NR¹)NR²R³, -NR¹COR², -NR¹CO₂R², -NR¹SO₂R⁴, -NR¹CONR²R³, -SR⁴, -SOR⁴, -SO₂R⁴, -SO₂NR¹R², -COR¹, -CO₂R¹, -CONR¹R², -C(=NR¹)R², or -C(=NOR¹)R² substituents;

one of W and Z is optionally absent;

R¹, R², and R³ each independently is -C₀₋₆alkyl, -C₃₋₇cycloalkyl, heteroaryl, or aryl; any of which is optionally substituted with 1-5 independent halogen, -CN, -C₁₋₆alkyl, -O(C₀₋₆alkyl), -O(C₃₋₇cycloalkyl), -O(aryl), -N(C₀₋₆alkyl)(C₀₋₆alkyl), -N(C₀₋₆alkyl)(C₃₋₇cycloalkyl), -N(C₀₋₆alkyl)(aryl) substituents;

R⁴ is -C₁₋₆alkyl, -C₃₋₇cycloalkyl, heteroaryl, or aryl; optionally substituted with 1-5 independent halogen, -CN, -C₁₋₆alkyl, -O(C₀₋₆alkyl), -O(C₃₋₇cycloalkyl), -O(aryl), -N(C₀₋₆alkyl)(C₀₋₆alkyl), -N(C₀₋₆alkyl)(C₃₋₇cycloalkyl), -N(C₀₋₆alkyl)(aryl) substituents;

A is -C₀₋₄alkyl, -C₀₋₂alkyl-SO-C₀₋₂alkyl-, -C₀₋₂alkyl-SO₂-C₀₋₂alkyl-, -C₀₋₂alkyl-CO-C₀₋₂alkyl-, -C₀₋₂alkyl-NR⁹CO-C₀₋₂alkyl-, -C₀₋₂alkyl-NR⁹SO₂-C₀₋₂alkyl- or -heteroC₀₋₄alkyl;

R⁵, R⁶, and R⁷ each independently is -C₀₋₆alkyl, -C₃₋₇cycloalkyl, heteroaryl, or aryl; any of which is optionally substituted with 1-5 independent halogen, -CN, -C₁₋₆alkyl, -O(C₀₋₆alkyl), -O(C₃₋₇cycloalkyl), -O(aryl), -N(C₀₋₆alkyl)(C₀₋₆alkyl), -N(C₀₋₆alkyl)(C₃₋₇cycloalkyl), -N(C₀₋₆alkyl)(aryl) substituents;

R⁸ is -C₁₋₆alkyl, -C₃₋₇cycloalkyl, heteroaryl, or aryl; optionally substituted with 1-5 independent halogen, -CN, -C₁₋₆alkyl, -O(C₀₋₆alkyl), -O(C₃₋₇cycloalkyl), -O(aryl), -N(C₀₋₆alkyl)(C₀₋₆alkyl), -N(C₀₋₆alkyl)(C₃₋₇cycloalkyl), -N(C₀₋₆alkyl)(aryl) substituents;

B is -C₀₋₄alkyl, -C₀₋₂alkyl-SO-C₀₋₂alkyl-, -C₀₋₂alkyl-SO₂-C₀₋₂alkyl-, -C₀₋₂alkyl-CO-C₀₋₂alkyl-, -C₀₋₂alkyl-NR¹⁰CO-C₀₋₂alkyl-, -C₀₋₂alkyl-NR¹⁰SO₂-C₀₋₂alkyl- or -heteroC₀₋₄alkyl;

R⁹ and R¹⁰ each independently is -C₀₋₆alkyl, -C₃₋₇cycloalkyl, heteroaryl, or aryl; any of which is optionally substituted with 1-5 independent halogen, -CN, -C₁₋₆alkyl, -

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O(C0-6alkyl), -O(C3-7cycloalkyl), -O(aryl), -N(C0-6alkyl)(C0-6alkyl), -N(C0-6alkyl)(C3-7cycloalkyl), -N(C0-6alkyl)(aryl) substituents;

R¹¹ and R¹² is each independently halogen, -C0-6alkyl, -C0-6alkoxyl, =O, =N(C0-4alkyl), or -N(C0-4alkyl)(C0-4alkyl); and

any alkyl optionally substituted with 1-5 independent halogen substituents, and
any N may be an N-oxide;
or a pharmaceutically acceptable salt thereof.

22. (New) The compound of Claim 21 wherein:

X is 2-pyridyl, which is optionally substituted with 1-4 independent halogen, -CN, NO₂, -C1-6alkyl, -C1-6alkenyl, -C1-6alkynyl, -OR¹, -NR¹R², -C(=NR¹)NR²R³, -N(=NR¹)NR²R³, -NR¹COR², -NR¹CO₂R², -NR¹SO₂R⁴, -NR¹CONR²R³, -SR⁴, -SOR⁴, -SO₂R⁴, -SO₂NR¹R², -COR¹, -CO₂R¹, -CONR¹R², -C(=NR¹)R², or -C(=NOR¹)R² substituents, wherein optionally two substituents are combined to form a cycloalkyl or heterocycloalkyl ring fused to X; wherein the -C1-6alkyl substituent, cycloalkyl ring, or heterocycloalkyl ring each optionally is further substituted with 1-5 independent halogen, -CN, -C1-6alkyl, -O(C0-6alkyl), -O(C3-7cycloalkyl), -O(aryl), -N(C0-6alkyl)(C0-6alkyl), -N(C0-6alkyl)(C3-7cycloalkyl), or -N(C0-6alkyl)(aryl) groups.

23. (New) The compound of Claim 22 wherein:

Y is phenyl, which is optionally substituted with 1-5 independent halogen, -CN, NO₂, -C1-6alkyl, -C1-6alkenyl, -C1-6alkynyl, -OR⁵, -NR⁵R⁶, -C(=NR⁵)NR⁶R⁷, -N(=NR⁵)NR⁶R⁷, -NR⁵COR⁶, -NR⁵CO₂R⁶, -NR⁵SO₂R⁸, -NR⁵CONR⁶R⁷, -SR⁸, -SOR⁸, -SO₂R⁸, -SO₂NR⁵R⁶, -COR⁵, -CO₂R⁵, -CONR⁵R⁶, -C(=NR⁵)R⁶, or -C(=NOR⁵)R⁶ substituents, wherein optionally two substituents are combined to form a cycloalkyl or heterocycloalkyl ring fused to Y; wherein the -C1-6alkyl substituent, cycloalkyl ring, or heterocycloalkyl ring each optionally is further substituted with 1-5 independent halogen, -CN, -C1-6alkyl, -O(C0-6alkyl), -O(C3-7cycloalkyl), -O(aryl), -N(C0-6alkyl)(C0-6alkyl), -N(C0-6alkyl)(C3-7cycloalkyl), or -N(C0-6alkyl)(aryl) groups.

24. (New) The compound of Claim 21 wherein:

Z is -C0-6alkylaryl, or -C0-6alkylheteroaryl optionally substituted with 1-7 independent halogen, -CN, NO₂, -C1-6alkyl, -C1-6alkenyl, -C1-6alkynyl, -OR¹, -NR¹R², -C(=NR¹)NR²R³, -N(=NR¹)NR²R³, -NR¹COR², -NR¹CO₂R², -NR¹SO₂R⁴, -NR¹CONR²R³, -SR⁴, -SOR⁴, -SO₂R⁴, -SO₂NR¹R², -COR¹, -CO₂R¹, -CONR¹R², -C(=NR¹)R², or -C(=NOR¹)R² substituents.

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25. (New) The compound of Claim 21 wherein:

W is -C₀₋₆alkylaryl, or -C₀₋₆alkylheteroaryl optionally substituted with 1-7 independent halogen, -CN, NO₂, -C₁₋₆alkyl, -C₁₋₆alkenyl, -C₁₋₆alkynyl, -OR¹, -NR¹R², -C(=NR¹)NR²R³, -N(=NR¹)NR²R³, -NR¹COR², -NR¹CO₂R², -NR¹SO₂R⁴, -NR¹CONR²R³, -SR⁴, -SOR⁴, -SO₂R⁴, -SO₂NR¹R², -COR¹, -CO₂R¹, -CONR¹R², -C(=NR¹)R², or -C(=NOR¹)R² substituents.

26. (New) The compound of Claim 23 wherein:

Z is -C₀₋₆alkylaryl, or -C₀₋₆alkylheteroaryl optionally substituted with 1-7 independent halogen, -CN, NO₂, -C₁₋₆alkyl, -C₁₋₆alkenyl, -C₁₋₆alkynyl, -OR¹, -NR¹R², -C(=NR¹)NR²R³, -N(=NR¹)NR²R³, -NR¹COR², -NR¹CO₂R², -NR¹SO₂R⁴, -NR¹CONR²R³, -SR⁴, -SOR⁴, -SO₂R⁴, -SO₂NR¹R², -COR¹, -CO₂R¹, -CONR¹R², -C(=NR¹)R², or -C(=NOR¹)R² substituents.

27. (New) The compound of Claim 23 wherein:

W is -C₀₋₆alkylaryl, or -C₀₋₆alkylheteroaryl optionally substituted with 1-7 independent halogen, -CN, NO₂, -C₁₋₆alkyl, -C₁₋₆alkenyl, -C₁₋₆alkynyl, -OR¹, -NR¹R², -C(=NR¹)NR²R³, -N(=NR¹)NR²R³, -NR¹COR², -NR¹CO₂R², -NR¹SO₂R⁴, -NR¹CONR²R³, -SR⁴, -SOR⁴, -SO₂R⁴, -SO₂NR¹R², -COR¹, -CO₂R¹, -CONR¹R², -C(=NR¹)R², or -C(=NOR¹)R² substituents.

28. (New) A compound which is selected from the group consisting of:

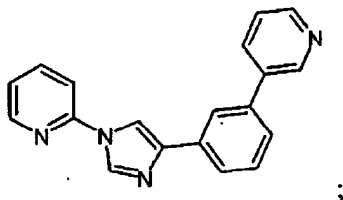
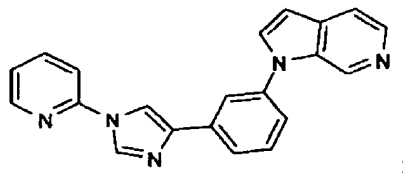
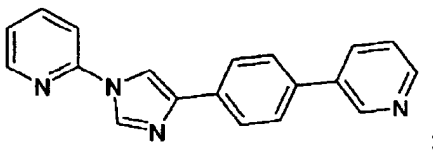
2-[4-(4-pyridin-3-ylphenyl)-1H-imidazol-1-yl]pyridine;
1-[3-(1-pyridin-2-yl-1H-imidazol-4-yl)phenyl]-1H-pyrrolo[2,3-c]pyridine;
2-[4-(3-pyridin-3-ylphenyl)-1H-imidazol-1-yl]pyridine;
2-[2-fluoro-4-(4-pyridin-2-yl-1H-imidazol-1-yl)phenyl]pyridine;
2-[1-(3-methyl-5-pyridin-3-ylphenyl)-1H-imidazol-4-yl]pyridine;
3'-methyl-5'-(4-pyridin-2-yl-1H-imidazol-1-yl)-1,1'-biphenyl-2-carbonitrile
or a pharmaceutically acceptable salt thereof.

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29. (New) A compound which is selected from the group consisting of:



or a pharmaceutically acceptable salt thereof.

30. (New) A pharmaceutical composition comprising the compound of Claim 21, or a pharmaceutically acceptable salt thereof, and a pharmaceutically acceptable carrier.

31. (New) A pharmaceutical composition comprising the compound of Claim 28, or a pharmaceutically acceptable salt thereof, and a pharmaceutically acceptable carrier.

32. (New) A pharmaceutical composition comprising the compound of Claim 29, or a pharmaceutically acceptable salt thereof, and a pharmaceutically acceptable carrier.